

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11  
: :  
W.R. GRACE & CO., et. al. : Case No. 01-1139 (JKF)  
: :  
Debtors : (Jointly Administered)  
: **Hearing: December: June 20, 2011 at 10:00 a.m.**  
: **Objection Deadline: June 3, 2011 at 4:00 p.m.**

**NOTICE OF THIRTY-NINTH QUARTERLY FEE APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX  
CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM  
PERIOD OF OCTOBER 1, 2010 THROUGH DECEMBER 31, 2010**

**PLEASE TAKE NOTICE** that on February 15, 2010, PricewaterhouseCoopers LLP ("PwC") filed its *Thirty-Ninth Quarterly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants For Debtors, For Allowance of Compensation and Reimbursement of Expenses for the Interim Period of October 1, 2010 through December 31, 2010* (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court"). The Application seeks an order approving the payment of post-petition fees and expenses incurred by PwC on behalf of the Debtors.

**PLEASE TAKE NOTICE THAT** the hearing date on this matter will take place on **June 20, 2011 at 10:00 a.m.** at 824 North Market Street, Wilmington, Delaware, 19801.

**PLEASE TAKE FURTHER NOTICE THAT** objections and other responses to the relief requested in the Application, if any, must be in writing and be filed with the Bankruptcy Court no later than 4:00 p.m. Eastern Time on **June 3, 2011**.

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) counsel for PwC, Kathleen Miller, Smith, Katzenstein & Jenkins, LLP, The Corporate Plaza, 800 Delaware Avenue, P.O. Box 410, Wilmington, DE 19899 (fax number 302-652-8405); (ii) the Debtors, W.R. Grace & Co., Attn: David B. Siegel, Senior Vice President and General Counsel, 7500 Grace Drive, Columbia, MD 21044; (iii) co-counsel for the Debtors, James Kapp, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, IL 60601 (fax number 312-861-2200), Janet S. Baer, Esquire, The Law Office of Janet S. Baer P.C., 70 W. Madison Street, Suite 2100, Chicago, IL 60602 (fax 312-641-2165) and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington DE 19899-8705 (fax number 302-652-4400); (iv) co-counsel for the debtor-in-possession lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 (fax number 312-993-9767), and Neil Glassman, Esquire, Bayard P.A., 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899 (fax number 302-658-6395); (v) counsel for the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, LLP, 180 Maiden Lane, New York, NY 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246 (fax number 302-657-4901); (vi) counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Blvd, Suite 2500, Miami, FL 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899 (fax number

302-575-1714); (vii) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 (fax number 212-644-6755), and Mark Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, DE 19801 (fax number 302-426-9947); (viii) counsel to the Official Committee of Equity Holders, Philip Bentley, Esquire, Kramer, Levin, Naftalis & Frankel, LLP, 919 Third Avenue, New York, NY 10022 (fax number 212-715-8000), and Teresa K.D. Currier, Esquire, Saul Ewing LLP, 222 Delaware Ave., Wilmington, DE 19801 (fax number 302-421-6813); (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith & Associates, 900 Jackson Street, 120 Founders Square, Dallas, TX 75202; and (x) the Office of the United States Trustee, Frank J. Perch, Esquire, 844 King Street, Suite 2311, Wilmington, DE 19801 (fax number 302-573-6497).

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATIONS WITHOUT FURTHER NOTICE OR HEARING.

Dated: February 15, 2011

SMITH, KATZENSTEIN & JENKINS LLP

/s/ Stephanie S. Habelow

Kathleen M. Miller (I.D. No. 2898)

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Attorneys for PricewaterhouseCoopers LLP

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on this 15<sup>th</sup> day of **February, 2011**, a copy of the *Notice of Thirty-Ninth Quarterly Fee Application of PricewaterhouseCoopers LLP, Auditors And Tax Consultants For Debtors, For Allowance Of Compensation And Reimbursement Of Expenses for the Interim Period of October 1, 2010 through December 31, 2010* was served on the attached 2002 list by first class mail.

/s/ Stephanie S. Habelow  
Stephanie S. Habelow (I.D. No. 5184)